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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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COMPUTER ASSOCIATES INTERNATIONAL, INC., : 04 Civ. 2697 (TCP) (ETB)
DERIVATIVE LITIGATION :
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THIS DOCUMENT RELATES TO: ALL ACTIONS :
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PROPOSED ORDER

WHEREAS, the Court has reviewed and considered (a) the April 13, 2007 motion made by CA, Inc. ("CA"), through the Special Litigation Committee of CA's Board of Directors, to dismiss and re-align, and (b) all papers filed in connection therewith, including the October 28, 2009 request to renew that motion; and

WHEREAS, the Court has concluded that the motion should be granted.

NOW, THEREFORE, IT IS HEREBY ORDERED that the following claims asserted in the Consolidated Stockholders Derivative Complaint, filed on January 7, 2005 (the "Complaint"), are dismissed with prejudice pursuant to Rule 23.1, Fed. R. Civ. P.:

- Count One for disgorgement under Section 304 of the Sarbanes-Oxley Act of 2002 against all defendants;
- Count Two for contribution under the Private Securities Litigation Reform Act of 1995 against all defendants;
- Count Three for breach of fiduciary duty against Russell Artzt, Kenneth Cron, Alfonse D'Amato, Gary Fernandes, Richard Grasso, Robert La Blanc, Jay Lorsch, Michael McElroy, Roel Pieper, Lewis Ranieri, Walter Schuetze and Willem de Vogel;
- Count Four for restitution and unjust enrichment against McElroy;
- Count Five for waste against all defendants except Charles Wang;

- Count Six for fraud against Artzt, Cron, D'Amato, Fernandes, Grasso, La Blanc, Lorsch, McElroy, Pieper, Ranieri, Schuetze and Vogel;
- Count Seven for filing false proxy statements in violation of Section 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act") against Artzt, Cron, D'Amato, Fernandes, La Blanc, Lorsch, McElroy, Pieper, Ranieri, Schuetze and Vogel;
- Count Eight for negligence and professional malpractice against KPMG LLP ("KPMG") and Ernst & Young LLP ("E&Y");
- the portion of Count Nine for common law contribution against all defendants;
- the portion of Count Nine for indemnification against Artzt, Cron, D'Amato, Fernandes, Grasso, La Blanc, Lorsch, McElroy, Pieper, Ranieri, Schuetze, Vogel, KPMG and E&Y;
- Count Ten for breach of contract against KPMG and E&Y; and
- Count Eleven for aiding and abetting breach of fiduciary duty against KPMG and E&Y.

IT IS FURTHER HEREBY ORDERED that CA is re-aligned as plaintiff so that it can enter into settlements of the following claims asserted in the Complaint:

- Count Three for breach of fiduciary duty against David Kaplan, Sanjay Kumar, Charles McWade, Stephen Richards, David Rivard, Lloyd Silverstein, Steven Woghin and Ira Zar;
- Count Four for restitution and unjust enrichment against Russell Artzt, Kaplan, Kumar, McWade, Richards, Rivard, Silverstein, Woghin and Zar;
- Count Six for fraud against Kaplan, Kumar, McWade, Richards, Rivard, Silverstein, Woghin and Zar;
- Count Seven for filing false proxy statements in violation of Section 14(a) of the Exchange Act against Kaplan, Kumar, McWade, Richards, Rivard, Silverstein, Woghin and Zar; and
- the portion of Count Nine for indemnification against Kaplan, Kumar, McWade, Richards, Rivard, Silverstein, Woghin and Zar.

IT IS FURTHER HEREBY ORDERED that CA is re-aligned as plaintiff so that it can prosecute the remaining claims asserted in the Complaint:

- Count Three for breach of fiduciary duty against Peter Schwartz and Charles Wang;
- Count Four for restitution and unjust enrichment against Schwartz and Wang;
- Count Five for waste against Wang;
- Count Six for fraud against Schwartz and Wang;
- Count Seven for filing false proxy statements in violation of Section 14(a) of the Exchange Act against Schwartz and Wang; and
- the portion of Count Nine for indemnification against Schwartz and Wang.

Dated: September 29, 2010

SO ORDERED:

THE HONORABLE THOMAS C. PLATT
United States District Judge